

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>U.S. SECURITIES AND EXCHANGE COMMISSION,</b>  <b>Plaintiff,</b>  <b>v.</b>  <b>ELEK STRAUB, ANDRÁS BALOGH, and TAMÁS MORVAI,</b>  <b>Defendants.</b>	<b><u>FILED UNDER SEAL</u></b>  <b>No. 11-CV-9645 (RJS)</b>  <b>DECLARATION OF ROBERT I. DODGE</b>
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I, Robert I. Dodge, make the following declaration:

1. I am an Assistant Chief Litigation Counsel at the United States Securities and Exchange Commission (“SEC”) and one of the attorneys of record in the above-captioned lawsuit. I make this declaration pursuant to 28 U.S.C. § 1746 and in support of the SEC’s motion for summary judgment. I am personally familiar with the facts set forth herein.
2. Attached hereto as Exhibit 1 is a true and correct copy of the two Protocols of Cooperation, the first signed by Prime Minister Vlado Buckovski, and the second by Minister of Transport and Communication Xhemali Mehazi.
3. Attached hereto as Exhibit 2 is a true and correct copy of the unsigned Non Paper.
4. Attached hereto as Exhibit 3 are true and correct copies of: (i) a May 5, 2005 memorandum from Dejan Mickovik, Jovan Pejkovski, and Ljupcho Farmakovski; (ii) an English language translation of the same; and (iii) a draft Agreement dated May 5, 2005 obtained from the backup computer hard drive of Andras Balogh.

5. Attached hereto as Exhibit 4 are true and correct copies of: (i) a Declaration of Alexander Yap, records custodian of Microsoft Corporation; (ii) a May 31, 2005 email message from Andras Balogh to “aszendrei@hotmail.com,” with an attached unsigned version of the Protocol of Cooperation; (iii) a July 5, 2005 email message from the account of Peter Danko to Andras Balogh and “aszendrei@hotmail.com,” a translation of the same, and an attached draft Consultancy Agreement (edited for length).

6. Attached hereto as Exhibit 5 are true and correct copies of May 31, 2005 email messages from Andras Balogh to Tamas Morvai and Elek Straub, each attaching a document with the heading “Agenda,” and translations of the same.

7. Attached hereto as Exhibit 6 are true and correct copies of: (i) a June 8, 2005 email message from Andras Balogh to Elek Straub attaching a chart with the heading, “Numerical presentation of the benefits of the agreement,” and (ii) translations of the same (edited for length).

8. Attached hereto as Exhibit 7 is a true and correct copy of an email chain culminating in a June 22, 2005 email message from Daniela Backes to Andras Balogh with the subject line, “Macedonia.”

9. Attached hereto as Exhibit 8 are true and correct copies of: (i) an August 30, 2005 email message from Ferenc Vaczlavik to Andras Balogh and Tamas Morvai with the subject line, “Chaptex agreements”; (ii) an August 31, 2005 email message from Zsolt Herczegh to Michael Kefaloyannis, Andras Balogh, Tamas Morvai, and others with attached consulting contracts and performance certificates; and (iii) translations of the same (edited for length).

10. Attached hereto as Exhibit 9 is a true and correct copy of a letter addressed to Zoltan Kisjuhasz from Andras Balogh and Tamas Morvai with the subject line "Consultancy Agreements" and bearing the date May 31, 2005, and a translation of the same.

11. Attached hereto as Exhibit 10 are true and correct copies of management representation letters signed by Elek Straub dated January 17, 2005, May 11, 2005, and October 17, 2005 (edited for length).

12. Attached hereto as Exhibit 11 are true and correct copies of: (i) an email message from Andras Balogh to Tom Stumpf dated October 14, 2005; (ii) an email message from Zsuzsanna Simon to Andras Balogh and others dated October 13, 2005 with attached draft of a management representation letter; (iii) an email message from Andras Balogh to Aliz Csontos dated January 13, 2006; (iv) an email message from Andras Balogh to Tom Stumpf dated January 13, 2006 with attachment; (v) an email message from Zsuzsanna Simon to Andras Balogh and others dated January 12, 2006 with attached draft of a management representation letter (edited for length).

13. Attached hereto as Exhibit 12 are true and correct copies of: (i) an email message from Tamas Morvai to Imre Gellai dated April 13, 2005 with attached draft of a management representation letter; (ii) an email message from Tamas Morvai to Laszlone Bacsvary dated October 13, 2005 with attached draft of a management representation letter; (iii) an email message from Tamas Morvai to Laszlone Bacsvary dated January 12, 2006, a translation of the same, with attached draft of a management representation letter; (iv) an email message from Andras Balogh to Tom Stumpf with copy to Tamas Morvai and others with attached draft of a management representation letter (edited for length).

14. Attached hereto as Exhibit 13 are true and correct copies of Sarbanes-Oxley certifications signed by Elek Straub and dated May 11, 2005.

15. Attached hereto as Exhibit 14 are true and correct copies of: (i) a certification signed by Andras Balogh on or about April 15, 2005 regarding Magyar Telekom's Form 20-F SEC filing, with attachment; (ii) a June 28, 2005 email message from Imre Gellai to Peter Danko, Peter Gencsy, and Andras Balogh; (iii) an June 22, 2005 email message from Peter Gencsy to Andras Balogh (in English translation); (iv) a certification signed by Andras Balogh, dated April 11, 2006 regarding Magyar Telekom's Form 20-F SEC filing, with attachment; and (v) an email message from Eva Kisgyorgy to Andras Balogh and others with the heading, "20F preparation procedure - review and certification deadlines."

16. Attached hereto as Exhibit 15 is a true and correct copy of a May 16, 2007 hearing transcript in *SEC v. Stanard*, No. 06 Civ. 7736-GEL (S.D.N.Y.).

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 5, 2015.

A handwritten signature in black ink, appearing to read "R. I. Dodge", written over a horizontal line.

Robert I. Dodge